



(incorporated December 5, 2007)

BC SOCIETIES ACT

VANCOUVER ISLAND GOAT ASSOCIATION CONSTITUTION & BYLAWS

CONSTITUTION

The purposes of the society are:

- (a) To increase public awareness of the value of goats and goat products in society;
- (b) To circulate information about breeds of goats and their care; (c) To encourage young people with their involvement in youth goat clubs (such as 4-H, etc); and
- (d) To promote and facilitate goat breed improvements.

Bylaws of VANCOUVER ISLAND GOAT ASSOCIATION

Part 1 - Definitions and Interpretation

1.1 In these bylaws, unless the context otherwise requires:

"director" means an individual who has been designated, elected or appointed, as the case may be, as a member of the board of directors of the society.

"Societies Act" or the "Act" means the Societies Act of British Columbia from time to time in force and all amendments to it.

"Board" means the directors of the Society.

1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

Part 2 - Fundamental Matters in Relation to Societies

2.1 These bylaws must not be altered or added to except by special resolution.

2.2 If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2.3 A society must, within 30 days after an annual general meeting is held, file with the registrar an annual report that includes the date on which the meeting was held.

Part 3 - Directors and Officers

3.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

3.2 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

3.3 The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

3.4 The number of directors must be no fewer than 3 and no more than 11.

3.5 The directors must retire from office at each annual general meeting when their successors are elected.

- (a) Separate elections must be held for each office to be filled.
- (b) An election may be by acclamation, otherwise it must be by ballot.
- (c) If a successor is not elected, the person previously elected or appointed continues to hold office.

3.6 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

3.7 A director appointed by the Board to fill a vacancy holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

3.8 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Remuneration of Directors

3.9 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Duties of Officers

3.10 The president:

- (a) presides at all meetings of the society and of the directors.
- (b) is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

3.11 The vice president must carry out the duties of the president during the president's absence.

3.12 The secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required, and to be kept by the treasurer.

3.13 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

3.14 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
- (b) render financial statements to the directors, members, and others when required.

Proceedings of Directors

3.15 A directors' meeting may be called by the president or by any two other directors.

3.16 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

Notice of directors' meeting

3.17 At least two days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

3.18 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting

Quorum of directors' meetings

3.19 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Conduct of directors' meetings

3.20 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting (2) In the case of a tie vote, the chair does not have a second or casting vote.

3.21 A resolution proposed at a meeting of directors or committee of directors need not be seconded.

3.22 The chair of a meeting may move or propose a resolution.

3.23 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 4 - Membership

4.1 A person may apply to the Board for membership in the society, and upon payment of the prescribed membership fee, if any, and on acceptance by the Board, is a member.

4.2 On being admitted to membership, each member is entitled to, and the society must give the member, without charge, a copy of the constitution and bylaws of the society.

4.3 The annual membership dues will be determined by members present and voting at the annual general meeting of the society.

4.4 Every member must uphold the constitution and comply with these bylaws.

Termination of membership

4.5 A person ceases to be a member of the society

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death or, in the case of a corporation, on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months.

4.6 A member may be expelled by a special resolution of the members passed at a general meeting, as follows:

- (a) the notice of special resolution for expulsion must be accompanied by a brief statement of reasons for the proposed expulsion, and
- (b) the person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

4.7 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

- 4.8 A member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
 - (c) may not hold office
 - (d) is not entitled to any privileges or benefits of membership set out in these bylaws and/or otherwise determined by the Board.

4.9 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Part 5 – General Meetings and Annual Reports

5.1 A general meeting must be held at the time and place determined by the Board.

Notice of general meeting

5.2 Notice of a general meeting must be sent to every member shown on the membership register.

5.3 A notice of a general meeting must be given at least 7 days, and not more than 60 days, before the date of the meeting.

5.4 A notice of a general meeting must include

- (a) the date, time, and location of the meeting, and
- (b) the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

5.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Ordinary business at general meeting

5.6 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors;
- (d) business not requiring the passing of a special resolution;
- (e) if the meeting is an annual general meeting,
 - (i) receive the treasurer's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors,
 - (iv) elect officers
 - (v) appointment of an auditor, if any;

Matters decided at general meeting by resolution

5.7 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

5.8 The text of any special resolution must be included in the notice of a general meeting.

5.9 The chair of a meeting may move or propose a resolution.

5.10 A resolution proposed at a meeting need not be seconded.

Chair and alternate chair of general meeting

5.11 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

5.12 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum for general meetings

5.13 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

5.14 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

5.15 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

5.16 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

5.17 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

5.18 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

5.19 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the treasurer's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors,
 - (iv) elect officers
 - (v) appointment of an auditor, if any;
- (g) deal with new business;
- (h) terminate the meeting.

Voting

5.20 A member in good standing present at a meeting of members is entitled to one vote.

5.21 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.22 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

5.23 An ordinary resolution is passed by a majority of the members present and voting at a general meeting.

5.24 A special resolution is passed by 2/3 of the members present and voting at a general meeting. 5.25

Voting by proxy is not permitted.

5.26 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.